

**MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1
(UPRR 1997-B)**

Memorandum of Mortgage Supplement No. 1, made and entered into on March 26, 1997 by and between Harris Trust and Savings Bank, an Illinois banking corporation, as security trustee ("*Security Trustee*"), and ORIX Pluto Corporation, a Japanese corporation ("*Borrower*").

WITNESSETH:

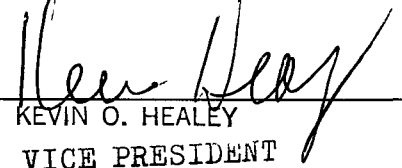
1. The undersigned have entered into that certain Mortgage and Security Agreement (UPRR 1997-B) (the "*Mortgage*"), dated March 7, 1997, by which the Borrower has granted a security interest to the Security Trustee in order to secure the Borrower's performance of certain obligations as described in the Loan Agreement (UPRR 1997-B), dated March 7, 1997, between the Borrower and Kreditanstalt für Wiederaufbau, and in the Mortgage.

2. A memorandum of said Mortgage is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Mortgage Supplement No. 1 (UPRR 1997-B), dated March ~~26~~, 1997, relating to the above-described Mortgage and extending the Borrower's grant of a security interest therein to locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.


HARRIS TRUST AND SAVINGS BANK

By 
Name: KEVIN O. HEALEY
Title: VICE PRESIDENT

Executed on this 18th day of March, 1997.

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAR 25 2 05 PM '97

ORIX PLUTO CORPORATION

By 
Name: Noboru Kawai
Title: Attorney-in-Fact

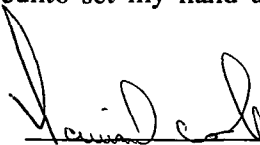
Executed on this 19th day of March, 1997.

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.:

On this, the 18th day of March, 1997, before me, a Notary Public in and for said County and State, personally appeared KEVIN O. HEALEY, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of HARRIS TRUST AND SAVINGS BANK, that said instrument was signed on March 18, 1997 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

~~~~~  
"OFFICIAL SEAL"  
Marianne Cody  
Notary Public, State of Illinois  
My Commission Expires 5/29/97  
~~~~~


Name: MARIANNE CODY
Notary Public
My Commission Expires: 5-29-97
Residing in COOK COUNTY, IL

STATE OF _____)
)
COUNTY OF _____) SS.:

On this, the _____ day of March, 1997, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the Director of ORIX PLUTO CORPORATION, that said instrument was signed on March __, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of March, 1997, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of HARRIS TRUST AND SAVINGS BANK, that said instrument was signed on March __, 1997 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this, the 19th day of March, 1997, before me, a Notary Public in and for said County and State, personally appeared Noboru Kawai, who being by me duly sworn, says that he is the Attorney-in-Fact of ORIX PLUTO CORPORATION, that said instrument was signed on March 19, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Teresa A. Mestas

Name: Teresa A Mestas
Notary Public
My Commission Expires: 11-14-2000
Residing in Will County, Illinois

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric AC 4400 CW Diesel Electric Locomotives	20	6550 through 6569, inclusive
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	19	8089, 8091, 8093, 8095, 8097 through 8111, inclusive